

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 11191 / May 16, 2023**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21428**

**In the Matter of**

**THE MARQUIE GROUP,  
INC.,**

**Respondent.**

**ORDER INSTITUTING CEASE-AND-  
DESIST PROCEEDINGS PURSUANT TO  
SECTION 8A OF THE SECURITIES ACT  
OF 1933, MAKING FINDINGS, AND  
IMPOSING A CEASE-AND-DESIST  
ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) against The Marquie Group, Inc. (“Marquie Group” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Making Findings, and Imposing a Cease-and-Desist Order (“Order”), as set forth below.

**III.**

On the basis of this Order and Respondent’s Offer, the Commission finds that:

## **Summary**

1. This matter involves Marquie Group's failure to comply with Regulation A, which provides a limited exemption to the registration requirements of the Securities Act for certain public offerings. Specifically, after obtaining qualification to offer shares at a fixed price pursuant to Regulation A, Marquie Group materially changed its offering price on two occasions and thereafter offered and sold shares in an offering that was not exempt from registration pursuant to Regulation A. As a result, Marquie Group offered and sold securities in violation of Sections 5(a) and 5(c) of the Securities Act.

## **Respondent**

2. Marquie Group is a Florida corporation with its principal place of business in St. Petersburg, Florida. Its common stock trades on OTC Link whose parent company is OTC Markets Group Inc. Marquie Group's public filings state that its business is related to live radio programming and the sale of health and beauty products.

## **Facts**

3. Marquie Group offered shares of common stock to investors from April 30, 2019 through approximately August 28, 2020 (the "Offering") and sold approximately 105 million shares, raising a total of approximately \$345,200. Marquie Group did not register the Offering with the Commission but instead sought to rely on the limited exemption from registration found in Regulation A.

4. In connection with the Offering, Marquie Group filed an offering statement on Form 1-A with the Commission on April 30, 2019, and filed four amended offering statements between June 10, 2019 and August 16, 2019. The Commission qualified Marquie Group's amended offering statement on August 28, 2019. Under the qualified offering statement as amended, Marquie Group proposed to sell up to 1,333,333,333 shares of common stock within a price range of \$0.0075 to \$0.008 per share, for a total offering of \$10,000,000.

5. On August 30, 2019, Marquie Group filed an offering circular supplement on Form 253G2 with the Commission. This supplement fixed the price of the Offering at \$0.0075. From August 30, 2019 to December 26, 2019, Marquie Group offered and sold approximately 27 million shares of common stock for \$0.0075 per share, raising a total of \$201,500.

6. On December 26, 2019, Marquie Group filed an offering circular supplement on Form 253G2 (the "December 26, 2019 Supplement") with the Commission. The December 26, 2019 Supplement lowered the offering price by more than 50%, from \$0.0075 to \$0.0035 per share. Marquie Group did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering. Instead, from approximately December 26, 2020 to February 25, 2020, Marquie Group offered and sold approximately 31 million shares under the terms of the December 26, 2019 Supplement, raising \$110,500.

7. On February 25, 2020, Marquie Group filed another offering circular supplement on Form 253G2 (the “February 25, 2020 Supplement”) with the Commission. The February 25, 2020 Supplement lowered the offering price by an additional 80%, from \$0.0035 to \$0.0007 per share. Marquie Group did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering. Instead, from approximately February 25, 2020 to August 28, 2020, Marquie Group offered and sold a total of approximately 47 million shares under the terms of the February 25, 2020 Supplement, raising \$33,200.

8. In total, Marquie Group raised \$201,500 between the qualification of its offering on August 28, 2019 and the filing of the December 26, 2019 Supplement. Thereafter, it raised a combined \$143,700 under the terms of the December 26, 2019 Supplement and the February 25, 2020 Supplement.

9. An issuer is not permitted to use an offering circular supplement to fundamentally change the information set forth in the offering statement. Instead, such changes require a new offering statement or a post-qualification amendment, each of which must be qualified by the Commission. *See* Rule 252(e) and Rule 252(f)(2)(ii). A fundamental change may be present when an issuer changes the price of securities offered under Regulation A from the qualified offering price.

10. Because the change to the offering price made in the December 26, 2019 Supplement effected a fundamental change to the information provided in the qualified offering statement, a new offering statement or a post-qualification amendment qualified by the Commission was required for that change. As Marquie Group did not file either a new offering statement or post-qualification amendment with respect to the change, it offered and sold securities in contravention of the requirement that qualification is a necessary component for Regulation A sales. *See* Rule 251(d)(2). As a result, Regulation A did not apply to the offers and sales made pursuant to the terms of the December 26, 2019 Supplement.

11. The February 25, 2020 Supplement also effected a fundamental change to the information provided in the qualified offering statement. Since Marquie Group did not file either a new offering statement or a post-qualification amendment with respect to that change, Regulation A also did not apply to the offers and sales made pursuant to the terms of that supplement.

### **Violations**

12. Section 5(a) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security unless a registration statement is in effect as to such security. Section 5(c) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy a security unless a registration statement has been filed as to such security.

13. Marquie Group offered to sell and sold its securities without a registration statement filed or in effect and without a valid exemption from registration. As a result of the conduct described above, Marquie Group violated Sections 5(a) and 5(c) of the Securities Act.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Marquie Group's Offer.

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 8A of the Securities Act, Respondent Marquie Group cease and desist from committing or causing any violations and any future violations of Section 5 of the Securities Act.

B. Respondent shall, within 14 days of the entry of this Order, pay a civil monetary penalty in the amount of \$10,000.00 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Marquie Group as Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Assistant Director Katharine Zoladz, Division of Enforcement, Los Angeles Regional Office, Securities and Exchange Commission, 444 S. Flower Street, Suite 900, Los Angeles, CA 90041.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Vanessa A. Countryman  
Secretary